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**PROPOSED BANKRUPTCY
ATTORNEYS FOR DEBTOR**

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

SUPERIOR AIR PARTS, INC.

DEBTOR,

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CASE NO. 08-36705-11

CHAPTER 11

DISCLOSURE OF COMPENSATION OF STRASBURGER & PRICE, LLP

The undersigned proposed attorneys for Superior Air Parts, Inc. (the "Debtor") hereby submit this statement disclosing compensation pursuant to 11 U.S.C. § 329 and Bankruptcy Rule 2016(b).

1. Stephen A. Roberts, Robert P. Franke and Duane J. Brescia and the firm of Strasburger & Price, LLP ("Firm") maintain offices for the practice of law at (i) 600 Congress Avenue, Suite 1600, Austin, Texas 78701-3248, telephone (512) 499-3600, facsimile (512) 499-3660 and (ii) 901 Main Street, Suite 4400, Dallas, Texas 75202-3794, telephone (214) 651-4300, facsimile (214) 651-4330.

2. The proposed arrangement for compensation is fully disclosed in the Application of the Debtor to Employ Strasburger & Price, LLP As Bankruptcy Counsel, filed contemporaneously with this statement. The Firm's customary fees and expenses incurred in connection with this representation are to be paid by the Estate

and the Firm will file an application for approval of fees and expenses pursuant to 11 U.S.C. §§ 330 and 331 and Local Bankruptcy Rule 2016.

3. The attorneys who will be primarily responsible for the Debtor's representation are: (i) Stephen A. Roberts, whose hourly rate is currently \$485; (ii) Robert P. Franke, whose hourly rate is \$475 and (iii) Duane J. Brescia, whose hourly rate is \$415. From time to time, other attorneys in the Firm may be utilized when necessary and cost-effective. The rates of other attorneys in the Firm range from \$200 to \$615 per hour and legal assistants are \$75 to \$180 per hour.

4. The Firm has received three pre-petition retainers totaling \$120,000 in connection with its assistance on workout advice, negotiating the proposed sale of assets and pre-bankruptcy preparations. Of that amount, approximately \$113,123.32 has been earned and paid as a pre-petition fee, leaving a balance of \$6,876.68 to serve as its post-petition retainer.

5. Neither I nor the firm of Strasburger & Price, LLP have shared or agreed to share the compensation with any other entity.

Respectfully submitted,

/s/ Stephen A. Roberts

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Proposed Bankruptcy Attorneys for Debtor